

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

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DAVIS INTERNATIONAL, LLC, HOLDEX, LLC,	:
FOSTON MANAGEMENT, LTD., and	:
OMNI TRUSTHOUSE, LTD.,	:
	:
Plaintiffs,	:
	:
-against-	:
	:
NEW START GROUP CORP., VENITOM CORP.,	:
PAN-AMERICAN CORP., MDM BANK,	:
URAL-GORNO METALLURGICAL COMPANY,	:
EVRAZ HOLDING, MIKHAIL CHERNOI,	:
OLEG DERIPASKA, ARNOLD KISLIN,	:
MIKHAIL NEKRICH, and ISKANDER	:
MAKMUDOV,	:
	:
Defendants.	:
	:
-----X	

No. 04-1482-GMS

DECLARATION OF PETER J. VENAGLIA

PETER VENAGLIA, declares as follows:

1. I am a member of the Bar of the State of New York and the Southern and Eastern Districts of New York. I am a member of the law firm of Dornbush Schaeffer Strongin & Weinstein, LLP, counsel for Defendants New Start Group Corp. and Venitom Corp. I submit this Declaration in support of the Defendants' motions to dismiss the Complaint.
2. I represented Defendants New Start Group Corp. and Venitom Corp. in *Base Metal Trading, LTD. v. Russian Aluminum*, 253 F.Supp.2d 681 (S.D.N.Y 2003), *aff'd*,

2004 WL 928165 (2d Cir. Apr. 30, 2004)(the “New York Case”), which was dismissed by Judge Koeltl on the basis of *forum non conveniens*..

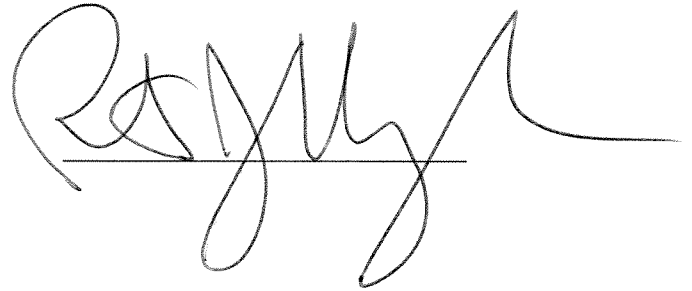
3. In support of our motions to dismiss the Complaint in Delaware, Defendants submit a thirteen volume Appendix. Volumes 1 through 7 of the Appendix consist of pleadings, letters, charts and other submissions to Judge Koeltl in the New York case including:

- a. the decision by Judge Koeltl (A-31);
- b. the transcript of the oral argument before Judge Koeltl on February 10, 2003 (A-64); and
- c. the first amended complaint filed in New York (A-176)

Volumes 4 through 6 of the Appendix include various materials submitted by the parties at the request of Judge Koeltl, both immediately prior to oral argument on defendants’ motions and again shortly after oral argument. For example, the parties submitted charts with respect to the various Russian court decisions that have addressed the issues being raised by the Plaintiffs. (A-625; A-652; A-654; A-660).

4. In Appendix Volumes 7 through 13 Defendants submit numerous Russian court decisions and other documents, along with English translations. The court decisions, most of which were previously submitted to the court in the New York case, are addressed in detail by Defendants’ expert, Professor Paul B. Stephan, in his declaration dated March 23, 2005 submitted herein. These Russian court decisions involve the issues raised in Plaintiffs’ Complaint.

I declare under penalty of perjury pursuant to the laws of the United States of America that the foregoing is true and correct. Executed on March 28, 2005, New York, New York.

A handwritten signature in black ink, written over a horizontal line. The signature is stylized and appears to be "Rajiv".